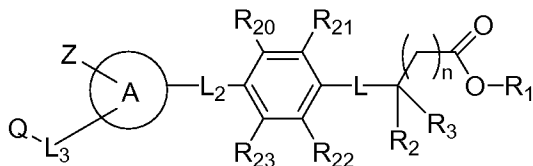


## Listing of Claims:

The following listing of claims will replace all prior versions and listings of claims in the application.

Claim 1. (Currently amended) A compound of the formula:



or a pharmaceutically acceptable salt thereof, wherein,

n is 0, 1, 2, or 3;

each R<sub>1</sub> is independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-heterocycloalkyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-heteroaryl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

R<sub>3</sub> is H or -CO<sub>2</sub>R<sub>1</sub>,

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, arylalkoxy, arylalkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-aryl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)aryl, -NHC(O)aryl, NHarylalkyl, NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-aryl, N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-aryl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-aryl, -NH-SO<sub>2</sub>-aryl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>aryl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)arylalkyl, wherein the aryl group is optionally

substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy;

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)-, -NH-, -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, or haloalkoxy;

L<sub>2</sub> is a bond ~~or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -O-(C<sub>1</sub>-C<sub>6</sub>)alkyl-, -(C<sub>1</sub>-C<sub>6</sub>)alkyl-O-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,~~

R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with CO<sub>2</sub>H, ~~-SO<sub>2</sub>aryl, arylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, haloalkyl, or haloalkoxy;~~

L<sub>3</sub> is a bond, ~~-(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -alkenyl-, C(O);~~

the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, furanyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, pyridyl, quinolinyl, naphthyl, quinazolinyl, benzo[b]thiophene, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl,

haloalkyl, haloalkoxy, NO<sub>2</sub>, CN, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, aryl, -aryl-carbonyl-aryl, -aryl-alkyl-aryl, -aryl-heteroaryl, -aryl-heterocycloalkyl, -heteroaryl, -heteroaryl-alkyl-aryl, or -heterocycloalkyl, ~~C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen, haloalkoxy, haloalkyl, or alkoxycarbonyl,~~ wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, aryl(C<sub>1</sub>-C<sub>6</sub>)alkyl, alkanoyl, arylalkanoyl, alkoxycarbonyl, arylalkoxycarbonyl, heteroarylcarbonyl, heteroaryl, heterocycloalkylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-aryl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl or haloalkoxy, and

Z is -NHC(O)aryl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)aryl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl. ~~†~~

~~provided that when L2 is a bond, the A ring is not phenyl.~~

Claim 2. (currently amended) A compound according to claim 1, wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-tetrahydrofuranyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, pyrimidyl, or triazolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -(C<sub>1</sub>-C<sub>4</sub>)alkyl- phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, benzofuranyl, benzothienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, dibenzofuranyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, ~~C<sub>1</sub>-C<sub>6</sub>-alkyl, halogen, haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub>-alkoxycarbonyl~~, wherein the aforementioned cyclic

groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy, carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, haloalkyl, haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, carbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxy, carbonyl, pyridyl, pyrimidyl, piperidinyl, pyrrolidinyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is -NHC(O)phenyl, -NHC(O)naphthyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)naphthyl, naphthyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 3. (Currently amended) A compound according to claim 2, wherein

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)-, -NH-, or -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

~~L<sub>2</sub> is a bond or C(O)NR<sub>9</sub>, N(R<sub>9</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl C(O)NR<sub>9</sub>,  
 (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>9</sub>)C(O), C(O)N(R<sub>9</sub>) (C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>9</sub>)C(O)  
 (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl C(O)N(R<sub>9</sub>) (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-  
 C<sub>4</sub>)alkyl N(R<sub>9</sub>)C(O) (C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>9</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>9</sub>),  
 N(R<sub>9</sub>), N(R<sub>9</sub>) (C<sub>1</sub>-C<sub>4</sub>)alkyl, O (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-  
 C<sub>4</sub>)alkyl O, or (C<sub>1</sub>-C<sub>4</sub>)alkyl N(R<sub>9</sub>),~~

~~R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl,  
 naphthyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, anthracenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, wherein  
 the phenyl group is optionally substituted with 1, 2,  
 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-  
 C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-  
 C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub>  
 haloalkoxy;~~

~~L<sub>3</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O, O (C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)  
 alkyl, C(O), and~~

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H,  
 phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, alkyl, OH,  
 alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,  
 NH-phenyl, -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)-  
 (C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -  
 N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl,  
 wherein the phenyl and naphthyl groups are optionally  
 substituted with 1, 2, 3, or 4 groups that are  
 independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>,  
 C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 4. (currently amended) A compound according to  
 claim 3, wherein

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-,  
 -NH-, or -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is  
 optionally substituted with phenyl, which is optionally  
 substituted with 1, 2, 3, or 4 groups that are

independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>,  
C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

~~E<sub>2</sub> is a bond or C(O)NR<sub>9</sub>, N(R<sub>9</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>,  
(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O), C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-  
C<sub>4</sub>)alkyl, N(R<sub>9</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>9</sub>), N(R<sub>9</sub>), N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl,  
O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O, or (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>),~~

~~R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, wherein  
the phenyl group is optionally substituted with 1, 2,  
3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-  
C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-  
C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub>  
haloalkoxy;~~

~~E<sub>3</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>) alkyl, C(O)-;~~

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-  
C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-  
C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>)  
alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -  
(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, wherein the heterocycloalkyl  
group is optionally fused to a phenyl ring and wherein the  
heterocycloalkyl portion, the phenyl portion, or both are  
optionally substituted with a total of 1, 2, 3, or 4 groups  
that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy,  
-SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;  
wherein b is 0, 1, or 2;

R<sub>3</sub> is H;

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H,  
phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, alkyl, OH,  
alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,  
NH-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, NHbenzyl, or -N(C<sub>1</sub>-  
C<sub>6</sub>)alkylbenzyl, wherein the phenyl groups are optionally

substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, oxazolyl, pyrimidyl, or triazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

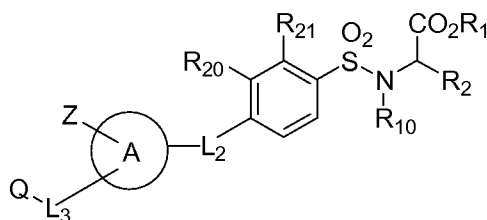
Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl -(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, -phenyl-piperazinyl, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, imidazolidinyl, dibenzofuranyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, ~~C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy~~carbonyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxy carbonyl, pyridyl carbonyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and



Z is -NHC(O)phenyl, -NHC(O)naphthyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)naphthyl, naphthyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 5. (original) A compound according to claim 4 of the formula



wherein,

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy; and

R<sub>20</sub>, and R<sub>21</sub>, are independently selected from H, benzyloxy, benzyl, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>,

NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, NHbenzyl, or -N(C<sub>1</sub>-C<sub>6</sub>)alkylbenzyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 6. (currently amended) A compound according to claim 5, wherein

~~E<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,~~

~~R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, benzyl, phenethyl, naphthyl-CH<sub>2</sub>-, anthracenyl-CH<sub>2</sub>-, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy;~~

~~E<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -C(O)-;~~

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-pyridyl, -phenyl-piperidinyl, -phenyl-pyrrolidinyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, dibenzofuranyl, pyrrolidinyl, or piperazinyl, ~~C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy~~carbonyl, wherein the aforementioned cyclic groups

are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy, carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, carbonyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkoxy, carbonyl, pyridyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is -NHC(O)phenyl, -NHC(O)naphthyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)naphthyl, naphthyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or  
Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 7. (currently amended) A compound according to claim 6, wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, or benzyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>2</sub> haloalkoxy; and

R<sub>20</sub>, and R<sub>21</sub>, are independently selected from H, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,

~~E<sub>2</sub> is a bond or C(O)NR<sub>9</sub>, N(R<sub>9</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O), N(R<sub>9</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>9</sub>), N(R<sub>9</sub>), N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>),~~

~~R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, benzyl, phenethyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;~~

~~E<sub>3</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl, or C(O);~~

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, pyrrolidinyl, or piperazinyl, ~~C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, C<sub>1</sub>-C<sub>2</sub> haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy~~carbonyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy, carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub>

alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is -NHC(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 8. (currently amended) A compound according to claim 7, wherein

R<sub>1</sub> is H, or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl;

R<sub>10</sub> is H, C<sub>1</sub>-C<sub>4</sub> alkyl, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, CF<sub>3</sub>, or OCF<sub>3</sub>; and

At least one of R<sub>20</sub> and R<sub>21</sub>, is H, while the other is H, halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, OH, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,

~~L<sub>2</sub> is a bond or C(O)NR<sub>9</sub>, -N(R<sub>9</sub>)C(O)-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,~~

~~R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, benzyl, phenethyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;~~

~~L<sub>3</sub> is a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl, or C(O);~~

the A ring is thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, imidazolyl, isothiazolyl, pyrrolyl, pyrimidyl, or oxazolyl, each of which is optionally substituted with 1, or 2 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, pyridyl, pyrimidyl, furanyl, thienyl, piperidinyl, pyrrolidinyl, or piperazinyl each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is -NHC(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>, or

Z is -NHC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, or -N(C<sub>1</sub>-C<sub>4</sub>)alkylC(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-(C<sub>3</sub>-C<sub>7</sub>)cycloalkyl.

Claim 9. (currently amended) A compound according to claim 8, wherein

~~L<sub>2</sub> is a bond;~~

R<sub>2</sub> is phenyl, benzyl, phenethyl, or C<sub>1</sub>-C<sub>6</sub> alkyl, wherein the phenyl portion is optionally substituted with a total of 1,

2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, or -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl;

Q is phenyl[[,]] or pyridyl, each of which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkoxy, carbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, or NR<sub>6</sub>R<sub>7</sub>; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkanoyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>, and

Z is phenyl, which is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>2</sub> haloalkyl, C<sub>1</sub>-C<sub>2</sub> haloalkoxy, or NO<sub>2</sub>.

Claim 10. (original) A compound according to claim 1, wherein

n is 0, 1, 2, or 3;

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH<sub>2</sub>, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)NH(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-S(O)<sub>b</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-piperidinyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyrrolidinyl, or -(C<sub>1</sub>-C<sub>4</sub>) alkyl-tetrahydrofuranyl, wherein the heterocycloalkyl group is optionally fused to a phenyl ring and wherein the heterocycloalkyl portion, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; wherein b is 0, 1, or 2;

R<sub>3</sub> is H or -CO<sub>2</sub>R<sub>1</sub>,

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H,

phenylalkoxy, phenylalkyl, halogen, alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, -NHC(O)phenyl, NHphenylalkyl, NHC(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-phenyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenylalkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy; and

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)-, -NH-, -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, or haloalkoxy.

Claim 11. (currently amended) A compound according to claim 10, wherein

~~L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-, -C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,~~  
~~R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with CO<sub>2</sub>H, -SO<sub>2</sub>phenyl, phenylalkyl, naphthylalkyl, or anthracenylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH,~~



~~NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,~~  
~~haloalkyl, or haloalkoxy,~~  
~~E<sub>3</sub> is absent, a bond, (C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)~~  
~~alkyl, -alkenyl, C(O),~~  
 the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl,  
 quinolinyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl,  
 pyrimidyl, naphthyl, quinazolinyl, benzo[b]thiophene,  
 imidazolyl, furanyl, isothiazolyl, pyrrolyl, oxazolyl,  
 triazolyl, each of which is optionally substituted with 1,  
 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl,  
 C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, haloalkyl, haloalkoxy,  
 NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;  
 Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-(C<sub>1</sub>-  
 C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -  
 phenyl-oxazolyl, -phenyl-thiazolyl, -phenyl-imidazolyl,  
 -phenyl-pyrrolyl, -phenyl-piperidinyl, -phenyl-  
 pyrrolidinyl, -phenyl-piperazinyl, -phenyl-morpholinyl,  
 -phenyl-thiomorpholinyl, -phenyl-thiomorpholinyl dioxide,  
 -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl,  
 imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-  
 C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl,  
 thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl,  
 tetrahydrothienyl, piperidinyl, pyrrolidinyl, or  
~~piperazinyl, C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, haloalkoxy, haloalkyl, or~~  
~~C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl,~~ wherein the aforementioned cyclic  
 groups are optionally substituted with 1, 2, 3, 4, or 5  
 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl,  
 C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy,  
 NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein  
 R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-  
 C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub>  
 alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl,

pyridylcarbonyl, furanylcabonyl, pyridyl, pyrimidyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is -NHC(O)phenyl, -N(C<sub>1</sub>-C<sub>4</sub> alkyl)C(O)phenyl, or phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NO<sub>2</sub>.

Claim 12. (currently amended) A compound according to claim 11, wherein

R<sub>20</sub>, R<sub>21</sub>, R<sub>22</sub>, and R<sub>23</sub> are independently selected from H, phenylalkoxy, benzyl, phenethyl, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, OH, alkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, NHphenylalkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy;

L is -SO<sub>2</sub>NH-, -SO<sub>2</sub>N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -NHSO<sub>2</sub>-, -O-, -C(O)NH-, -C(O)N(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -SO<sub>2</sub>-, -C(O)-(C<sub>1</sub>-C<sub>4</sub>) alkyl-, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-C(O)-, -NH-, -N(C<sub>1</sub>-C<sub>4</sub>) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, or haloalkoxy; or

~~L<sub>2</sub> is a bond or C(O)NR<sub>9</sub>, N(R<sub>9</sub>)C(O), (C<sub>1</sub>-C<sub>4</sub>)alkyl-C(O)NR<sub>9</sub>, (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)C(O), C(O)N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>9</sub>)C(O)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, N(R<sub>9</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>9</sub>), N(R<sub>9</sub>), N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, O-(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkyl-O, or (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>),~~

~~R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, phenylalkyl, naphthylalkyl, or anthracenylalkyl, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy;~~

~~L<sub>3</sub> is absent, a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O, O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, (C<sub>1</sub>-C<sub>4</sub>)alkyl, alkenyl, C(O);~~

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or C<sub>3</sub>-C<sub>6</sub> alkenyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -(C<sub>1</sub>-C<sub>4</sub>) alkyl-pyridinyl, (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, wherein the phenyl ring is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy;

the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, dihydropyrazolyl, benzofuranyl, dibenzofuranyl, pyrimidyl, naphthyl, quinazolinyl, benzo[b]thiophene, imidazolyl, isothiazolyl, or pyrrolyl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, haloalkyl, haloalkoxy, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

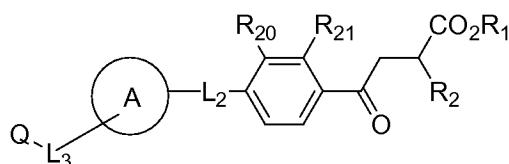
Q is H, phenyl, naphthyl, -phenyl-carbonyl-phenyl, -phenyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -phenyl-pyridyl, -phenyl-pyrimidyl, -phenyl-imidazolyl, -phenyl-pyrrolyl, -phenyl-piperazinyl, -phenyl-morpholinyl, -phenyl-thiomorpholinyl dioxide, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl,

imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -pyrimidyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, ~~C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxy~~carbonyl, wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxy, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxy, pyridylcarbonyl, furanylcarbonyl, piperidinylcarbonyl, pyrrolidinylcarbonyl, -C(O)NH<sub>2</sub>, -C(O)NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, -C(O)N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy, and

Z is phenyl, wherein the phenyl group is optionally substituted with 1, 2, 3, 4, or 5 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, or NO<sub>2</sub>.

Claim 13. (original) A compound according to claim 12, of the formula



wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, -CH<sub>2</sub>-pyridyl, or (C<sub>1</sub>-C<sub>4</sub>) hydroxyalkyl, wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy; and

R<sub>20</sub> and R<sub>21</sub>, are independently selected from H, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, NHphenylalkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy.

Claim 14. (currently amended) A compound according to claim 13, wherein

the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, dibenzofuranyl, dihydropyrazolyl, benzofuranyl, pyrimidyl, quinazolinyl, or benzo[b]thiophene, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

Q is H, phenyl, naphthyl, -phenyl-pyridyl, -phenyl-, pyridyl, pyrimidyl, furanyl, thienyl, pyrrolyl, imidazolyl, -pyridyl-(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, morpholinyl, thiomorpholinyl, thiomorpholinyl dioxide, imidazolidinyl, tetrahydrofuranyl, tetrahydrothienyl, piperidinyl, pyrrolidinyl, or piperazinyl, ~~C<sub>1</sub>-C<sub>6</sub> alkyl, halogen, haloalkoxy, haloalkyl, or C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl,~~ wherein the aforementioned cyclic groups are optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl,

C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, C<sub>1</sub>-C<sub>6</sub> alkoxycarbonyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, pyridylcarbonyl, furanylcabonyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 15. (currently amended) A compound according to claim 14, wherein

~~L<sub>2</sub> is a bond or -C(O)NR<sub>9</sub>-, -N(R<sub>9</sub>)C(O)-, -N(R<sub>9</sub>)SO<sub>2</sub>-, -SO<sub>2</sub>N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-, -N(R<sub>9</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, or -(C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>9</sub>)-,~~  
~~R<sub>9</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, -SO<sub>2</sub>phenyl, phenylalkyl, naphthyl-CH<sub>2</sub>-, or anthracenyl-CH<sub>2</sub>-, wherein the aryl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen, OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, haloalkyl, or haloalkoxy;~~  
~~L<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O-, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl-, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-, C(O)-,~~

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, -CH<sub>2</sub>-pyridyl, or C<sub>1</sub>-C<sub>6</sub> alkyl wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

Q is H, phenyl, naphthyl, -phenyl-pyridyl, -phenyl-, pyridyl, piperidinyl, pyrrolidinyl, or piperazinyl, wherein the aforementioned cyclic groups are optionally substituted

with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, or -SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>, OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub> haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 16. (currently amended) A compound according to claim 15, wherein

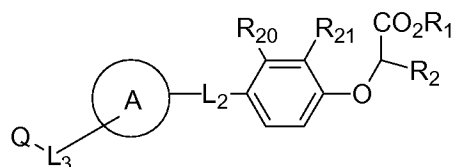
~~L<sub>3</sub> is a bond;~~

R<sub>2</sub> is phenyl, benzyl, phenethyl, or C<sub>1</sub>-C<sub>6</sub> alkyl wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

Q is H[[,]] or phenyl[[,]] optionally substituted with 1, 2, 3, 4, or 5 groups that are independently alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>, OCF<sub>3</sub>, NR<sub>6</sub>R<sub>7</sub>, or phenyl; and

the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, dihydropyrazolyl, quinazolinyl, and benzo[b]thiophene, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, CF<sub>3</sub>, OCF<sub>3</sub>, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl.

Claim 17. (original) A compound according to claim 11, of the formula



wherein

R<sub>1</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, benzyl, or allyl;

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, C<sub>1</sub>-C<sub>6</sub> alkyl, or (C<sub>1</sub>-C<sub>4</sub>)

hydroxyalkyl, wherein the phenyl portion is optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkoxy.

Claim 18. (currently amended) A compound according to claim 17, wherein

the A ring is ~~phenyl, naphthyl,~~ thiazolyl, pyrazolyl, quinolinyl, dihydropyrazolyl, benzofuranyl, pyrimidyl, quinazolinyl, furanyl, or benzo[b]thiophene, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> alkoxy carbonyl, CF<sub>3</sub>, OCF<sub>3</sub>, CN, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, or N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl; and

R<sub>20</sub> and R<sub>21</sub>, are independently selected from H, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, NH-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)C(O)phenyl, -NHC(O)phenyl, NHphenylalkyl, N(C<sub>1</sub>-C<sub>4</sub>)alkyl-phenyl, -NHSO<sub>2</sub>-phenyl, -N(C<sub>1</sub>-C<sub>4</sub>alkyl)SO<sub>2</sub>phenyl, or -N(C<sub>1</sub>-C<sub>4</sub>alkyl)phenyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, wherein the phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, OH, NO<sub>2</sub>, haloalkyl, haloalkoxy.

Claim 19. (currently amended) A compound according to claim 18, wherein



~~E<sub>2</sub> is a bond or C(O)NR<sub>3</sub>, N(R<sub>3</sub>)C(O), N(R<sub>3</sub>)SO<sub>2</sub>, SO<sub>2</sub>N(R<sub>3</sub>),  
N(R<sub>3</sub>), N(R<sub>3</sub>)-(C<sub>1</sub>-C<sub>4</sub>)alkyl, or (C<sub>1</sub>-C<sub>4</sub>)alkyl-N(R<sub>3</sub>),  
R<sub>3</sub> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, SO<sub>2</sub>phenyl, phenylalkyl, naphthyl-CH<sub>2</sub>,  
or anthracenyl-CH<sub>2</sub>, wherein the aryl group is  
optionally substituted with 1, 2, 3, or 4 groups that  
are independently C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halogen,  
OH, NO<sub>2</sub>, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl,  
haloalkyl, or haloalkoxy;~~

~~E<sub>3</sub> is a bond, -(C<sub>1</sub>-C<sub>4</sub>)alkyl-O, -O-(C<sub>1</sub>-C<sub>4</sub>)alkyl, -(C<sub>1</sub>-C<sub>4</sub>)alkyl,  
C(O);~~

R<sub>2</sub> is phenyl, phenyl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or C<sub>1</sub>-C<sub>6</sub> alkyl wherein the  
phenyl portion is optionally substituted with a total of 1,  
2, 3, or 4 groups that are independently halogen, C<sub>1</sub>-C<sub>4</sub>  
alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, -SO<sub>2</sub>-(C<sub>1</sub>-C<sub>4</sub>) alkyl, CF<sub>3</sub>, or OCF<sub>3</sub>;

Q is H, phenyl, naphthyl, -phenyl-pyridyl, -phenyl-, pyridyl,  
piperidinyl, pyrrolidinyl, or piperazinyl, wherein the  
aforementioned cyclic groups are optionally substituted  
with 1, 2, 3, 4, or 5 groups that are independently  
alkoxycarbonyl, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, halogen, CF<sub>3</sub>,  
OCF<sub>3</sub>, NR<sub>6</sub>R<sub>7</sub>, or phenyl; wherein

R<sub>6</sub> and R<sub>7</sub> are independently H, C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl(C<sub>1</sub>-  
C<sub>6</sub>)alkyl, C<sub>2</sub>-C<sub>6</sub> alkanoyl, phenyl(C<sub>1</sub>-C<sub>6</sub>)alkanoyl, or -  
SO<sub>2</sub>-phenyl, wherein the cyclic groups are optionally  
substituted with 1, 2, 3, or 4 groups that are  
independently halogen, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, NO<sub>2</sub>,  
OH, NH<sub>2</sub>, NH(C<sub>1</sub>-C<sub>6</sub>)alkyl, N(C<sub>1</sub>-C<sub>6</sub>)alkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, C<sub>1</sub>-C<sub>2</sub>  
haloalkyl or C<sub>1</sub>-C<sub>2</sub> haloalkoxy.

Claim 20. (original) A pharmaceutical composition  
comprising a compound according to claim 1 and at least one  
pharmaceutically acceptable carrier, solvent, adjuvant or  
excipient.

Claim 21. (original) A method of treating diabetes, comprising administering to a patient in need of such treatment a pharmaceutically acceptable amount of a compound of claim 1.

Claim 22. (currently amended) A compound according to claim 1 which is

~~N-([4-([4-(4-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;~~

N-([4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-4,5-dihydro-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

~~N-([4-([4-(4-chlorophenyl)-5-(4-methoxyphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;~~

N-methyl-N-[(4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-4,5-dihydro-1H-pyrazol-1-yl}phenyl)sulfonyl]phenylalanine;

N-([4-[3-(4-methoxyphenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

N-methyl-N-[(4-{5-(4-pentylphenyl)-3-[4-(trifluoromethoxy)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]phenylalanine;

N-([4-[5-(4-butoxyphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

~~2-benzyl-4-oxo-4-[3-([4-(trifluoromethoxy)phenyl)sulfonyl]amino)phenyl]butanoic acid;~~

~~N-([4-([4-(3-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;~~

N-([4-[5-(4-isopropylphenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl)sulfonyl]-N-methylphenylalanine;

~~N-([4-([4-(3-chloro-4-methylphenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]phenylalanine;~~

~~N-([4-([4-(4-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl]-N-methylphenylalanine;~~

~~methyl-(2S)-2-[4-((biphenyl-4-ylmethyl){[3-(trifluoromethyl)phenyl]sulfonyl}amino)phenoxy]-3-phenylpropanoate;~~

~~N-([4-([4-(4-bromophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl)phenylalanine;~~

~~N-([4-([4-(4-chlorophenyl)-5-(4-ethylphenyl)-1,3-thiazol-2-yl]amino)carbonyl]phenyl)sulfonyl)phenylalanine;~~

~~(2S)-2-[4-((biphenyl-4-ylmethyl){[3-(trifluoromethyl)phenyl]sulfonyl}amino)phenoxy]-3-phenylpropanoic acid;~~

~~N-[(4-([4,6-bis(4-methoxyphenyl)pyrimidin-2-yl]amino)phenyl)sulfonyl]-N-methyl-L-phenylalanine;~~

~~N-methyl-N-([4-[5-(4-pentylphenyl)-3-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl)sulfonyl)phenylalanine;~~

~~2-benzyl-4-[4-([2-nitro-4-(trifluoromethyl)phenyl]sulfonyl)amino)phenyl]-4-oxobutanoic acid;~~

~~2-[3-[(4-butylphenyl)amino]-4-([4-(trifluoromethoxy)phenyl]sulfonyl)amino)phenoxy]-3-phenylpropanoic acid;~~

~~2-[3-[(4-butylphenyl)amino]-4-([3-(trifluoromethyl)phenyl]sulfonyl)amino)phenoxy]-3-phenylpropanoic acid;~~

~~(2S)-2-[3-((biphenyl-4-ylmethyl){[4-(trifluoromethoxy)phenyl]sulfonyl}amino)phenoxy]-3-phenylpropanoic acid;~~

~~2-[4-([4-(4-bromophenyl)sulfonyl]amino)-3-[(4-butylphenyl)amino]phenoxy]-3-phenylpropanoic acid;~~

~~N-([4-[2-[(4-chlorobenzoyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl)sulfonyl]-N-methylphenylalanine~~

~~(2S)-2-[4-((2-naphthylmethyl){[3-(trifluoromethyl)phenyl]sulfonyl}amino)phenoxy]-3-phenylpropanoic acid;~~

~~N-[(4-{4-bromo-3-(4-methoxyphenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;~~

~~N-({4-[5-(4-bromophenyl)-3-(4-methoxyphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;~~  
~~2-{4-[(4-bromobenzoyl)amino]-3-[(4-butylphenyl)amino]phenoxy}-3-phenylpropanoic acid;~~  
~~N-({4-[(6-bromo-4-phenylquinazolin-2-yl)amino]phenyl}sulfonyl)-N-methylphenylalanine;~~  
~~N-({4-[2-[(cyclopentylacetyl)amino]-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-methyl-L-phenylalanine;~~  
~~N-({4-[2-(4-chlorophenyl)-5-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-methyl-L-phenylalanine;~~  
~~N-({4-[5-(4-ethylphenyl)-2-(6-methoxypyridin-3-yl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-methyl-L-phenylalanine;~~  
~~2-(3-[(4-butylphenyl)amino]-4-[(4-chloro-3-nitrophenyl)sulfonyl]amino)phenoxy}-3-phenylpropanoic acid;~~  
~~N-[(4-[(4-(4-chlorophenyl)-5-(4-methylphenyl)-1,3-thiazol-2-yl]amino)phenyl]sulfonyl)-N-methyl-L-phenylalanine;~~  
~~2-[3-[(4-butylphenyl)amino]-4-([5-(dimethylamino)-1-naphthyl]sulfonyl)amino]phenoxy}-3-phenylpropanoic acid;~~  
~~2-(3-[(4-butylphenyl)amino]-4-[(5-chloro-3-methyl-1-benzothien-2-yl)sulfonyl]amino)phenoxy}-3-phenylpropanoic acid;~~  
~~2-benzyl-4-[3-((2-naphthylmethyl){4-(trifluoromethoxy)phenyl}sulfonyl)amino]phenyl]-4-oxobutanoic acid;~~  
~~N-[(4-{3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;~~  
~~N-({4-[3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;~~  
~~N-[(4-{4-bromo-3-(4-chlorophenyl)-5-[4-(trifluoromethyl)phenyl]-1H-pyrazol-1-yl}phenyl)sulfonyl]-N-methylphenylalanine;~~  
~~N-({4-[4-bromo-3-(4-chlorophenyl)-5-(4-ethylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;~~  
~~N-({4-[5-(4-bromophenyl)-3-(4-chlorophenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;~~  
~~N-({4-[3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;~~

~~N-({4-[4-bromo-3-(4-chlorophenyl)-5-(4-pentylphenyl)-1H-pyrazol-1-yl]phenyl}sulfonyl)-N-methylphenylalanine;~~  
~~2-{4-([4-bromo-3-fluorophenyl)sulfonyl]amino}-3-{(4-butylphenyl)amino}phenoxy}-3-phenylpropanoic acid;~~  
~~2-{4-([4-bromo-3-(trifluoromethyl)phenyl)sulfonyl]amino}-3-{(4-butylphenyl)amino}phenoxy}-3-phenylpropanoic acid;~~  
~~2-benzyl-4-{3-[(biphenyl-4-ylmethyl){4-(trifluoromethoxy)phenyl}sulfonyl]amino}phenyl}-4-oxobutanoic acid;~~  
~~2-{4-([4-bromo-2-(trifluoromethoxy)phenyl)sulfonyl]amino}-3-{(4-butylphenyl)amino}phenoxy}-3-phenylpropanoic acid;~~  
~~2-(3-{(4-butylphenyl)amino}-4-{[(3,4-dichlorophenyl)sulfonyl]amino}phenoxy)-3-phenylpropanoic acid;~~  
~~diallyl-{2-oxo-2-[4-([4-(trifluoromethoxy)phenyl)sulfonyl]amino)phenyl]ethyl}[4-(trifluoromethyl)benzyl]malonate;~~  
~~N-({4-[(6-isopropyl-4-phenylquinazolin-2-yl)amino]phenyl}sulfonyl)-N-methylphenylalanine;~~  
~~N-({4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)-N-ethyl-L-phenylalanine;~~  
~~N-({4-[5-(4-chlorophenyl)-2-(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)phenylalanine;~~  
~~N-({4-[2,5-bis(4-ethylphenyl)-1,3-thiazol-4-yl]phenyl}sulfonyl)phenylalanine;~~  
~~2-(3-{(4-butylphenyl)amino}-4-{[(3,4-dibromophenyl)sulfonyl]amino}phenoxy)-3-phenylpropanoic acid;~~  
~~2-benzyl-4-{4-[[4-chloro-3-(trifluoromethyl)benzyl][(3,4-dichlorophenyl)sulfonyl]amino]phenyl}-4-oxobutanoic acid;~~  
~~methyl 2-benzyl-4-{3-[(biphenyl-4-ylmethyl){3,4-dichlorophenyl}sulfonyl]amino}phenyl}-4-oxobutanoate;~~  
~~methyl 2-benzyl-4-{3-[(3,4-dichlorobenzyl){3,4-dichlorophenyl}sulfonyl]amino}phenyl}-4-oxobutanoate;~~  
~~methyl 2-benzyl-4-{3-[[4-chloro-3-(trifluoromethyl)benzyl](2-naphthyl)sulfonyl]amino}phenyl}-4-oxobutanoate;~~

~~methyl 2-benzyl-4-{3-[(biphenyl-4-ylmethyl)(2-naphthylsulfonyl)amino]phenyl}-4-oxobutanoate;~~  
~~2-benzyl-4-{3-[(biphenyl-4-ylmethyl)(2-naphthylsulfonyl)amino]phenyl}-4-oxobutanoic acid;~~  
~~2-(3-[(4-bromophenyl)amino]-4-[(4-butylphenyl)sulfonyl]amino)phenoxy)-3-phenylpropanoic acid;~~  
~~methyl 2-benzyl-4-{3-[(2-naphthylmethyl)(2-naphthylsulfonyl)amino]phenyl}-4-oxobutanoate;~~  
~~2-benzyl-4-{3-[(2-naphthylmethyl)(2-naphthylsulfonyl)amino]phenyl}-4-oxobutanoic acid;~~  
~~4-{3-[(2-anthrylsulfonyl)(2-naphthylmethyl)amino]phenyl}-2-benzyl-4-oxobutanoic acid;~~  
~~methyl 2-benzyl-4-{3-[[[4-(dimethylamino)-3-fluorophenyl]sulfonyl](2-naphthylmethyl)amino]phenyl}-4-oxobutanoate;~~  
~~methyl 2-benzyl-4-{3-([4-chloro-3-(trifluoromethyl)benzyl]([4-(dimethylamino)-3-(trifluoromethyl)phenyl]sulfonyl)amino)phenyl}-4-oxobutanoate;~~  
~~methyl 2-benzyl-4-{3-[[[4-(dimethylamino)-3-(trifluoromethyl)phenyl]sulfonyl](2-naphthylmethyl)amino]phenyl}-4-oxobutanoate;~~  
~~2-benzyl-4-{3-([4-chloro-3-(trifluoromethyl)benzyl]([4-(dimethylamino)-3-(trifluoromethyl)phenyl]sulfonyl)amino)phenyl}-4-oxobutanoic acid;~~  
~~methyl 2-benzyl-4-(3-([4-chloro-3-(trifluoromethyl)benzyl]((3,4-difluorophenyl)sulfonyl)amino)phenyl)-4-oxobutanoate;— compound 70 from above~~  
~~methyl 2-benzyl-4-{3-([4-chloro-3-(trifluoromethyl)benzyl]([4-(dimethylamino)-3-fluorophenyl]sulfonyl)amino)phenyl}-4-oxobutanoate;~~  
~~(2S)-2-[4-([4-(methoxycarbonyl)benzyl]([4-(trifluoromethoxy)phenyl]sulfonyl)amino)phenoxy]-3-phenylpropanoic acid;~~  
~~2-benzyl-4-oxo-4-[4-([4-(trifluoromethoxy)phenyl]sulfonyl)amino)phenyl] butanoic acid;~~

~~2-[3-[(4-butylphenyl)amino]-4-([2-nitro-4-(trifluoromethyl)phenyl]sulfonyl)amino]phenoxy]-3-phenylpropanoic acid;~~

~~N-[[4-[(4-butylphenyl)amino]-3-([3-(trifluoromethyl)phenyl]sulfonyl)amino]phenyl]-sulfonyl]-N-methyl-L-phenylalanine;~~

~~benzyl (2S)-2-[4-([5-nitro-2-furyl)methyl]([3-(trifluoromethyl)phenyl]sulfonyl)amino]phenoxy]-3-phenylpropanoate;~~

~~(2R)-2-[4-([4-chloro-2-(trifluoromethyl)quinolin-5-yl]methyl)([3-(trifluoromethyl)phenyl]sulfonyl)amino]phenoxy]-3-phenylpropanoic acid;~~

~~2-(4-[(4-butylphenyl)amino]-3-[[4-(trifluoromethoxy)benzoyl]amino]phenoxy)-3-phenylpropanoic acid;~~

~~2-(3-[(4-butylphenyl)amino]-4-[[4-chlorophenyl]sulfonyl]amino]phenoxy)-3-phenylpropanoic acid;~~

~~N-([4-[(6-bromo-4-phenylquinazolin-2-yl)(carboxymethyl)amino]phenyl]sulfonyl)-N-methylphenylalanine;~~

~~2-(3-[(4-butylphenyl)amino]-4-[(3-cyano-4-fluorophenyl)sulfonyl]amino]phenoxy)-3-phenylpropanoic acid;~~

~~4-[4-((4-chlorobenzyl) [[4-(trifluoromethoxy)phenyl]sulfonyl]amino)phenyl]-4-oxo-2-(pyridin-3-ylmethyl)butanoic acid;~~

~~2-benzyl-4-[4-((biphenyl-4-ylmethyl) [[4-(trifluoromethoxy)phenyl]sulfonyl]amino)phenyl]-4-oxobutanoic acid;~~

~~2-benzyl-4-[4-[[[4-methoxy-3-(trifluoromethyl)phenyl]sulfonyl](1-naphthylmethyl)amino]phenyl]-4-oxobutanoic acid;~~

~~2-benzyl-4-[4-[(3,4-dichlorophenyl)sulfonyl][4-(trifluoromethoxy)benzyl]amino]phenyl]-4-oxobutanoic acid;~~

~~2-benzyl-4-[4-[[4-chloro-3-(trifluoromethyl)benzyl] [(3-fluoro-4-methoxyphenyl)sulfonyl]amino]phenyl]-4-oxobutanoic acid;~~

~~methyl 2-benzyl-4-[3-[(3,4-dichlorophenyl)sulfonyl](2-naphthylmethyl)amino]phenyl]-4-oxobutanoate;~~

~~methyl 2-benzyl-4-[3-[[4-chloro-3-(trifluoromethyl)benzyl] [(3,4-dichlorophenyl)sulfonyl]amino]phenyl]-4-oxobutanoate;~~

~~2-benzyl-4-(3-[[4-chloro-3-(trifluoromethyl)benzyl]](3,4-dichlorophenyl)sulfonyl]amino]phenyl)-4-oxobutanoic acid;~~  
~~2-benzyl-4-(3-[(biphenyl-4-ylmethyl)](3,4-dichlorophenyl)sulfonyl]amino]phenyl)-4-oxobutanoic acid;~~  
~~methyl 4-(3-[(4-benzoylbenzyl)](3,4-dichlorophenyl)sulfonyl]amino]phenyl)-2-benzyl-4-oxobutanoate;~~  
~~2-benzyl-4-(3-[[3-(3,4-dichlorophenyl)sulfonyl](4-isopropylbenzyl)amino]phenyl)-4-oxobutanoic acid;~~  
~~4-(4-dibenzo[b,d]furan-4-ylphenyl)-4-oxo-2-[3-(trifluoromethyl)benzyl]butanoic acid;~~  
~~2-benzyl-4-(3-[[[4-methoxy-3-(trifluoromethyl)phenyl]sulfonyl](2-naphthylmethyl)amino]phenyl)-4-oxobutanoic acid;~~  
~~methyl 2-benzyl-4-(3-[[3-(3,4-difluorophenyl)sulfonyl](2-naphthylmethyl)amino]phenyl)-4-oxobutanoate;~~  
~~N-[[4-(2-bromo-5-dibenzo[b,d]furan-4-yl-1,3-thiazol-4-yl)phenyl]sulfonyl]phenylalanine;~~  
~~N-[[4-(5-bromo-2-dibenzo[b,d]furan-4-yl-1,3-thiazol-4-yl)phenyl]sulfonyl]phenylalanine; compound 97~~  
~~2-[4-[4-(4-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbamoyl]-benzenesulfonylamino]-3-phenyl-propionic acid;~~  
~~2-[4-[4-(3-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbamoyl]-benzenesulfonylamino]-3-phenyl-propionic acid;~~  
~~2-[4-[4-(2-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbamoyl]-benzenesulfonylamino]-3-phenyl-propionic acid;~~  
~~2-((4-[4-(4-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylcarbamoyl]-benzenesulfonyl)-methyl-amino)-3-phenyl-propionic acid;~~  
~~2-((4-[2-(2-Cyclopentyl-acetyl-amino)-5-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl)-methyl-amino)-3-phenyl-propionic acid;~~  
~~2-((4-[2-(4-Chloro-benzoylamino)-5-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl)-methyl-amino)-3-phenyl-propionic acid;~~  
~~2-((4-[4-(4-Chloro-phenyl)-5-p-tolyl-thiazol-2-ylamino]-benzenesulfonyl)-methyl-amino)-3-phenyl-propionic acid;~~  
~~2-((4-[5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonyl)-ethyl-amino)-3-phenyl-propionic acid;~~



2-{4-[5-(4-Chloro-phenyl)-2-(4-ethyl-phenyl)-thiazol-4-yl]-benzenesulfonylamino}-3-phenyl-propionic acid;

2-({4-[2-(4-Chloro-phenyl)-5-(6-methoxy-pyridin-3-yl)-thiazol-4-yl]-benzenesulfonyl}-ethyl-amino)-3-phenyl-propionic acid;

~~2-[4-(5-Bromo-2-dibenzofuran-4-yl-thiazol-4-yl)-benzenesulfonylamino]-3-phenyl-propionic acid~~

~~2-[4-(2-Dibenzofuran-4-yl-thiazol-4-yl)-benzenesulfonylamino]-3-phenyl-propionic acid~~

~~(4-{2-[(8-Chloro-dibenzofuran-4-carbonyl)-amino]-5-ethyl-thiazol-4-yl}-phenoxy)-phenyl-acetic acid~~

~~{4-(2-Benzo[b]thiophen-3-yl-5-ethyl-thiazol-4-yl)-phenoxy}-phenyl-acetic acid~~

~~{4-(2-Dibenzofuran-4-yl-5-ethyl-thiazol-4-yl)-phenoxy}-phenyl-acetic acid;~~ or pharmaceutically acceptable salts thereof.